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PROPOSED ATTORNEYS FOR THE DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	CASE NO. 14-30699-11
	§	
BUFFET PARTNERS, L.P., et al.¹	§	CHAPTER 11
	§	
DEBTORS.	§	Jointly Administered
	§	
	§	(Hearing: March 4, 2014 at 10:00 am)

**APPLICATION FOR APPROVAL OF EMPLOYMENT OF
BAKER & McKENZIE LLP AS COUNSEL FOR THE DEBTORS**

**NO HEARING WILL BE CONDUCTED HEREON UNLESS
A WRITTEN RESPONSE IS FILED WITH THE CLERK OR
THE UNITED STATES BANKRUPTCY COURT AT 1100
COMMERCE STREET, ROOM 1254, DALLAS, TEXAS
75242 BEFORE CLOSE OF BUSINESS ON MARCH 3, 2014,
WHICH IS AT LEAST 23 DAYS FROM THE DATE OF
SERVICE HEREOF.**

**ANY RESPONSE SHALL BE IN WRITING AND FILED
WITH THE CLERK, AND A COPY SHALL BE SERVED
UPON COUNSEL FOR THE DEBTORS PRIOR TO THE
DATE AND TIME SET FORTH HEREIN. IF A RESPONSE
IS FILED, A HEARING MAY BE HELD WITH NOTICE
ONLY TO THE OBJECTING PARTY.**

¹ The Debtors in these chapter 11 cases are Buffet Partners, L.P. and Buffet G.P., Inc.

IF A RESPONSE IS FILED, A HEARING WILL BE CONDUCTED ON THE RELIEF REQUESTED HEREIN ON MARCH 4, 2014 AT 10:00 A.M. (PREVAILING CENTRAL TIME) BEFORE THE HONORABLE HARLIN D. HALE, UNITED STATES BANKRUPTCY JUDGE FOR THE NORTHERN DISTRICT OF TEXAS, 1100 COMMERCE STREET, COURTROOM 3, 14TH FLOOR, DALLAS, TEXAS 75242-1496.

The Debtors file this Application for Approval of Employment of Baker & McKenzie LLP as Counsel for the Debtors (the “Application”) in accordance with 11 U.S.C. § 327(a) and Bankruptcy Rule 2014, and would respectfully show the Court as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over the subject matter of this proceeding pursuant to 28 U.S.C. § 1334. This Application concerns the administration of the estate and, therefore, is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

2. Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

STATEMENT OF FACTS

3. On February 4, 2014 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Court”), thereby commencing these chapter 11 cases (the “Cases”). The Debtors continue in possession of their property and they are operating and managing their business as debtors in possession pursuant to the provisions of 11 U.S.C. §§ 1107(a) and 1108.

4. No trustee or examiner has been appointed in the Debtors’ Chapter 11 Cases, nor has a creditors’ committee or other official committee been appointed pursuant to 11 U.S.C. § 1102.

5. Prior to the Petition Date, the Debtors consulted with and retained the law firm of Baker & McKenzie LLP ("B&M") to provide advice and representation concerning the restructuring of their financial affairs, indebtedness to various entities, and the possibility of filing for relief under Chapter 11 of the Bankruptcy Code. The Debtors, as debtors in possession, wish to employ B&M as their attorneys under a general retainer to give the Debtors legal advice with respect to the Debtors' powers and duties as debtors in possession and to continue in operation of the Debtors' business and management of the Debtors' property and perform all legal services for the Debtors that may be necessary herein.

6. The names, mailing addresses, and telephone numbers of the lead attorneys of B&M who will be the attorneys of record herein are:

John E. Mitchell, SBT #00797095
David W. Parham, SBT #15459500
Rosa A. Shirley, SBT #24056313
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Other attorneys of B&M will participate in the representation of the Debtors as necessary.

RELIEF REQUESTED

7. The Debtors wish to retain B&M as their general bankruptcy counsel from and after the Petition Date. The Debtors have selected B&M as bankruptcy counsel because it has expertise in business bankruptcy law as well as experience in the Debtors' industry. The Debtors therefore believe that B&M is well qualified to represent the Debtors as debtors in

possession in this chapter 11 proceeding. Furthermore, it is necessary for the Debtors, as debtors in possession, to employ attorneys for such professional services.

8. The services to be provided by B&M to the Debtors include, without limitation, the following:

- (a) to serve as attorneys of record for the Debtors in all aspects of these chapter 11 cases and in any adversary proceedings commenced in connection with these cases, and to provide representation and legal advice to the Debtors throughout these cases;
- (b) to assist in the formulation and confirmation of a chapter 11 plan of reorganization and disclosure statement for the Debtors;
- (c) to consult with the United States Trustee, any statutory committee, and all other creditors and parties in interest concerning the administration of these cases;
- (d) to take all necessary steps to protect and preserve the Debtors' estate; and
- (e) to provide all other legal services required by the Debtors and to assist the Debtors in discharging their duties as debtors in possession in connection with these chapter 11 cases.

9. In order to secure all payments of fees and expenses, B&M holds a retainer from the Debtors in the amount of **\$8,397.31**. B&M has also reached an agreement with the Debtors' senior secured lender for a "carve out" of its collateral interests to secure fees and expenses in the amount of **\$100,000** as additional security for its fees and expenses.

10. B&M's hourly rates for the personnel currently contemplated to work on these chapter 11 cases, subject to change from time to time, range from \$595 to \$950 for counsel and partners and \$300 to \$605 for associates. The hourly rate of the B&M paraprofessionals expected to perform services hereunder range from \$250 to \$270. In addition, the Debtors have agreed to reimburse B&M for its out-of-pocket expenses in rendering such services, again subject to the Court's allowance and approval.

11. The primary attorneys that are expected to represent the Debtors in these matters are:

Attorney Name	Hourly Rate
David W. Parham	\$675
John E. Mitchell	\$595 ²
Rosa A. Shirley	\$480
Jonathan Rosamond	\$375

12. All B&M attorneys who provide services to the Debtors will maintain billing records setting forth complete and detailed activity descriptions, including a time allotment billed in increments of one-tenth of an hour. Each activity will include a description of the type and subject matter of the activity undertaken and activity descriptions will not be lumped. Activity descriptions will be presented chronologically within each project category.

13. To the best of the Debtors' knowledge, the attorneys at B&M do not have any connection with the Debtors, the creditors or any other parties in interest, their respective attorneys and accountants, the United States Trustee or any person employed in the office of the United States Trustee, except as disclosed in the Affidavit of John E. Mitchell on Behalf of Baker & McKenzie LLP, attached hereto as **Exhibit "A."**

14. B&M has indicated its willingness to serve as bankruptcy counsel for the Debtors on the basis set forth above.

PRAYER

WHEREFORE, the Debtors respectfully request that the Court enter an Order authorizing and approving the employment on the terms set forth above of B&M as attorneys for

² John E. Mitchell's standard hourly rate is \$665 but for this case only he has agreed to reduce his hourly rate to a discounted \$595.

the Debtors in these Cases and in any proceedings or matters commenced in connection with these Cases.

Dated: February 7, 2014
Plano, Texas

Respectfully submitted,

Buffet G.P., Inc., on behalf of itself and on behalf of
Buffet Partners, L.P.

By: /s/ Barry M. Barron, Sr.
Barry M. Barron, Sr.
Its: Chief Executive Officer